

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
Residential Capital LLC, <u>et al.</u> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
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**SUPPLEMENTAL DECLARATION OF KENNETH H. ECKSTEIN IN  
SUPPORT OF APPLICATION PURSUANT TO SECTIONS 328 AND 1103 OF THE  
BANKRUPTCY CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014  
FOR AN ORDER TO RETAIN AND EMPLOY KRAMER LEVIN NAFTALIS &  
FRANKEL LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF THE DEBTORS, NUNC PRO TUNC, TO MAY 16, 2012**

KENNETH H. ECKSTEIN makes this declaration under 28 U.S.C. § 1746, and  
states the following:

1. I am an attorney at law and in good standing to practice in the State of  
New York and before the United States District Court for each of the Southern and Eastern  
Districts of New York. I am a partner with the law firm of Kramer Levin Naftalis & Frankel  
LLP ("**Kramer Levin**") and I am duly authorized to make this supplemental declaration  
("**Supplemental Declaration**") on behalf of Kramer Levin.

2. I submit this Supplemental Declaration in support of the application (the “**Application**”)<sup>1</sup> of the duly-appointed Official Committee of Unsecured Creditors (“the **Committee**”) in the chapter 11 cases (the “**Chapter 11 Cases**”) of the above captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) seeking entry of an order authorizing the retention of Kramer Levin as counsel to the Committee in compliance with sections 328 and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”) and to provide the disclosure required under Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”) to supplement the disclosure provided in my declaration in support of the Application dated June 27, 2012 (the “**Original Declaration**”) [Docket No. 528]. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires subsequent amendment or modification upon Kramer Levin’s completion of further analysis or as additional information about parties-in-interest becomes available, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

3. This Supplemental Declaration<sup>2</sup> is made to supplement those disclosures already made in the Original Declaration as follows:<sup>3</sup>

- a. Cerberus Capital Management L.P., Cerberus FIM Investors LLC, and Cerberus FIM, LLC (collectively, “**Cerberus**”) are identified

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

<sup>2</sup> The additional disclosures set forth herein reflect the additional names of Potential Parties in Interest identified in the Debtors’ professionals retention applications and not previously provided to the Committee, which were input into Kramer Levin’s conflict check database pursuant to the same procedures outlined in the Original Declaration.

<sup>3</sup> Unless specifically noted, fees collected from each of the parties identified herein did not comprise more than 1% of Kramer Levin’s revenue for fiscal year 2011.

on the Debtors' Retention Checklist as Rule 2004 Motion Parties. Kramer Levin previously represented an entity in which an affiliate of Cerberus held an ownership interest in a condemnation matter wholly unrelated to the Debtors' Chapter 11 Cases. Kramer Levin does not represent Cerberus or its affiliates. Kramer Levin believes that this representation has not and will not affect its representation of the Committee in these Chapter 11 Cases.

- b. General Motors Company ("**New GM**") is listed on the Debtors' Retention Checklist as a Rule 2004 Motion Party. Kramer Levin represents the Official Committee of Unsecured Creditors of Motors Liquidation Company, formerly known as General Motors Corp. ("**Old GM**") in the Old GM bankruptcy case (the "**GM Creditors' Committee**"). Kramer Levin does not represent New GM or Old GM. Fees collected from the representation of the GM Creditors' Committee comprised approximately 1.6% of Kramer Levin's revenues for fiscal year 2011. Kramer Levin believes that its representation of the GM Creditors' Committee has not and will not affect its representation of the Committee in these Chapter 11 Cases.
- c. Houlihan Lokey Howard & Zukin ("**Houlihan**") is listed on the Debtors' Retention Checklist as a Rule 2004 Motion Party. Kramer Levin represents Houlihan or certain of its affiliates in matters wholly unrelated to the Chapter 11 Cases. Kramer Levin believes that its representation of Houlihan has not and will not affect its representation of the Committee in these Chapter 11 Cases.
- d. Moelis & Company ("**Moelis**") is the investment banker for the Committee and is listed on the Debtors' Retention Checklist as a Rule 2004 Party. Kramer Levin represents Moelis in matters wholly unrelated to these Chapter 11 Cases. Kramer Levin believes that its representation of Moelis has not and will not affect its representation of the Committee in these Chapter 11 Cases.
- e. The ACE Group is listed on the Debtors' Retention Checklist as a mortgage and monoline insurer. Kramer Levin currently represents or formerly represented The ACE Group or certain of its affiliates in matters wholly unrelated to these Chapter 11 Cases. Kramer Levin believes that its representation of The ACE Group has not and will not affect its representation of the Committee in these Chapter 11 Cases.

4. Based upon my review, it appears that Kramer Levin (i) does not hold or represent any interest that is adverse to the Debtors' estates, (ii) is a disinterested person who

does not hold or represent any interest adverse to and has no connection (subject to the disclosures in the Original Declaration and this Supplemental Declaration) with the Debtors, their creditors, the U.S. Trustee or any party-in-interest herein in the matters upon which Kramer Levin is to be retained and (iii) is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, subject to the disclosures in the Original Declaration and this Supplemental Declaration.

5. If any new, material, relevant facts or relationships are discovered, Kramer Levin will promptly file a further supplemental declaration.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
August 24, 2012

/s/ Kenneth H. Eckstein  
Kenneth H. Eckstein